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**No. 1:16-cv-08423**

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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IN RE: CAESARS ENTERTAINMENT OPERATING COMPANY, INC., ET AL.,  
*Debtors.*

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CAESARS ENTERTAINMENT OPERATING COMPANY, INC., ET AL.,  
*Plaintiffs-Appellants,*

v.

BOKF, N.A., WILMINGTON SAVINGS FUND SOCIETY, FSB, RELATIVE VALUE-  
LONG/SHORT DEBT PORTFOLIO, A SERIES OF UNDERLYING FUNDS TRUST,  
TRILOGY PORTFOLIO COMPANY, LLC, AND FREDRICK BARTON DANNER,  
*Defendants-Appellees.*

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On Appeal from the United States Bankruptcy Court for the  
Northern District of Illinois (Goldgar, J.)  
Chapter 11 Case No. 15-01145  
Adversary Proceeding No. 15-00149

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**AMENDED DECLARATION OF DAVID R. SELIGMAN IN  
SUPPORT OF APPELLANTS' RESPONSE IN OPPOSITION TO  
APPELLEES' MOTION TO DISMISS**

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Pursuant to 28 U.S.C. § 1746, I, David R. Seligman, declare as follows:

1. I am the president of David R. Seligman, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 300 North LaSalle, Chicago, Illinois 60654, and a partner of Kirkland & Ellis International LLP (together with Kirkland & Ellis LLP, “K&E”). I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases.

2. I submit this declaration in support of the Appellants’ *Response in Opposition to Appellee’s Motion to Dismiss*.

3. Over the past week, the Debtors, Caesars Entertainment Company (“CEC”), the Sponsors, the Official Committee of Second Priority Noteholders (the “Noteholder Committee”), and others have engaged in intense, around-the-clock negotiations that ultimately resulted in an agreement in principle and a term sheet acceptable to all such parties. As part of this agreement, the Sponsors agreed to contribute approximately \$950 million in additional direct equity in CEC. As a result, CEC, the Sponsors, and certain other parties have collectively increased plan contributions by more than \$1.3 billion, and plan recoveries to the second lien noteholders represented by the

Noteholder Committee will increase from approximately 40% to more than 65%. CEC, the Sponsors, and other parties have now agreed to contribute more than \$5 billion to the Debtors' proposed plan of reorganization.

4. In addition, every major creditor constituency now supports the Debtors' proposed plan of reorganization. All of the Appellees now support the Debtors' proposed plan of reorganization, except Trilogy Portfolio Company, LLC, who holds approximately \$9.4 million in claims against CEOC.<sup>1</sup>

Dated: September 27, 2016     /s/ David R. Seligman, P.C.  
Chicago, Illinois                 David R. Seligman, P.C.

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<sup>1</sup> After filing my declaration, I was informed that one of the Appellees, Relative Value-Long/Short Debt Portfolio, A Series of Underlying Funds Trust, had reached an agreement in principle to support the Debtors' proposed plan of reorganization.